# EXHIBIT A

Form **5500** 

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

Official Use Only OMB Nos. 1210 - 0110 1210 - 0089

2006

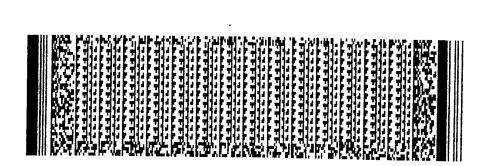
Administration	Complete all entries	in accordance with	·	This Fam. 1
Pension Benefit Guaranty Corporation	the instructions to	the Form 5500.	1	This Form is Open to Public Inspection.
Annual Report	t Identification Information			Table Inspection.
For the calendar plan year 2006		/2006, and ending	12/31	/2006,
A This return/report is for: (1)	a multiemployer plan;		employer plar	
(2)	a single-employer plan (other than a	(4) a DFE (spe	cify)	i, Ui
	multiple-employer plan);	(3) [] = 1 (3) (3)	———	<del></del>
	-			
B This return/report is: (1)	the first return/report filed for the plan;	(3) the final ret	urn/renort file	d for the plan.
(2)	an amended return/report;	(4) a short plan	Vest return/	eport (less than 12 months).
C If the plan is a collectively-barq	gained plan, check here			
D If filing under an extension of t	time or the DFVC program, check box and at	tach required information (see	instructions)	······
Dasic Flatt IIII	ormation — enter all requested information	on.	moducació).	<u>·····</u>
1a Name of plan			Three-digit	
ADVANTA CORP. EMPLOY	YEE STOCK OWNERSHIP PLAN		plan numbe	
		10		
		1,0	Lifective da	te of plan (mo., day, yr.)
				09/10/1998
2a Plan sponsor's name and add	dress (employer, if for a single-employer plan	) 2b	Employer I	
(Address should include room			Chibioset to	entification Number (EIN)
ADVANTA CORP.		2c	`Spannaria te	23-1462070
		20	Shought 2 fe	elephone number 215-657-4000
WELSH & MCKEAN ROAD		2d	Purinasa es	
		20	DUSINESS CO	de (see instructions)
P. O. BOX 844				551112
	r*			
SPRING HOUSE	PA	19477-0844		
Caution: A penalty for the late or in	ncomplete filing of this return/report will be as	sessed union reasonable	o io catalaliat	
vers	sion of this return/report if it is being filed electronical	lly, and to the best of my knowledge a	and belief, it is to	ue, correct and complete.
	//			
· ( faul C. 4/	10/15/07	ADVANTA CORP. BY	DATIT TEE	PEDO
Signature of plan	administrator Date			
$\Omega \sim \Omega I$		Type or print name of inc	iividuai signin	as plan administrator
(bull Us)	10/15/07	ADVANTA CORP. BY	ממד זות ס	PEDDO
Signature of employer/	plan sponsor/DFE Date			
or Paperwork Reduction Act No	tice and OMB Control Numbers, see the in	Type or print name of individua		
•	The state of the s	su dedons for Form 5500.	v9.0	Form <b>5500</b> (2006)
· 建组织的 的复数形式的现在分词	<b>建筑的各位是2000的产生的基本作为各种企业企业</b> 的企业。	<b>化以下 対点に対象が正 (44</b> ) (7)	•	•
<b>一种用的对象的特别的现在分词</b>				
	<b>建型的指数的指数的数据图像的连接的数据数据</b>			
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<b>IIII KAKE MEMEMEMEME</b>	### E ###			
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<b>一面用《特别的名》。他是他们的</b>	<b>在公司的公司的任务公司的公司的公司的公司</b>	MACHINE THE STATE OF THE STATE		



Form 5500 (2006)		Page 2	
Ba Plan administrator's name and address (If same as plan sponsor, er			Official Use Only
CAME	nter "Same")	3b Administrat	tor's EIN
		3c Administrat	or's telephone number
If the name and/or EIN of the plan sponsor has changed since the la	ast return/report filed for this	Dian onter the name	I have
EIN and the plan number from the last return/report below:	and the same of the same	prair, enter the name,	b EIN
a Sponsor's name	•	•	C PN
Preparer information (optional) a Name (including firm name, if	f applicable) and address		h FN
	and address	<b>.</b>	<b>b</b> EIN
	•		
			C Telephone number
Total number of participants at the beginning of the plan year			6 733
Number of participants as of the end of the plan year (welfare plans Active participants	complete only lines 7a, 7b, 7	c, and 7d)	1,2,8,2,4,4,1,1
Active participants  Retired or separated participants receiving benefits	• • • • • • • • • • • • • • • • • • • •	· · · · · ·	<b>7a</b> 681
Other retired or separated participants entitled to future benefits	* * * * * * * * * * * * * * * * * * * *	· · · · · · · · · · · · · · · · · · ·	<b>7b</b> 0
Subtotal. Add lines 7a, 7b, and 7c	• • • • • • • • • • • • • • • • • • • •	· · · · · · · · · · · · · · · · · · ·	c 17
Deceased participants whose beneficiaries are receiving or are entitle	ed to receive henefite	······   <u>-</u>	<b>d</b> 698
Total. Add lines 7d and 7e		· · · · · · · · · · · · · · · · · · ·	<b>'e</b> 0
Number of participants with account balances as of the end of the pl	lan year (only defined contrib	ution plane	698
complete this item)	• • • • • • • • • • • • • • • • • • • •	-	<b>'g</b> 698
Number of participants that terminated employment during the plan y	year with accrued benefits the	at were less than	9 000
100% vested		7	<b>h</b> 9
If any participant(s) separated from service with a deferred vested be	enefit, enter the number of se	parated	
participants required to be reported on a Schedule SSA (Form 5500)  Benefits provided under the plan (complete 8a and 8b, as applicable	<u>)</u>	7	9
Pension benefits (check this box if the blan provides pension benefits)	))	•	
Pension benefits (check this box if the plan provides pension bene Characteristics Codes printed in the instructions): 20 3F	3H   applicable	pension feature codes	from the List of Plan
Welfare benefits (check this box if the plan provides welfare benefit	ito and enter the analisable		
Characteristics Codes printed in the instructions):	and enter the applicable w	relfare feature codes fr	om the List of Plan
	J		
Plan funding arrangement (check all that apply)	9b Plan benefit arrance	gement (check all that	
(1) Insurance	(1) Insurance	Joines (Check all that	appiy)
(2) Code section 412(i) insurance contracts	· -	on 412(i) insurance co	ntracto
(3) X Trust	(3) X Trust		THE ACES
(4) General assets of the sponsor	, —	sets of the sponsor	
MR (1) MARK (J. 1.36, 5.736 J. 1.36, 5.736 R. 1.30 R. 1.40 MARK R. 1.40 R. 1.40 R. 1.40 R. 1.40 R. 1.40 R. 1.40		9.0	
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0 2 0 6 0	2 0 2 0	C	
			1

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0 a	Schedules attar Pension Benef (1) X (2) (3) X (4) X	ched (Check all applicable boxes and, where indicated fit Schedules  R (Retirement Plan Information)  B (Actuarial Information)  E (ESOP Annual Information)  SSA (Separated Vested Participant Information)	b Financial Schedules (1) H (Financi (2) I (Financi (3) A (Insuran (4) C (Service	Official Use Only uctions.)  ial Information)  ial Information Small Plan) ice Information)  Provider Information) articipating Plan Information)
			(6) U G (Financia	al Transaction Schedules)





#### SCHEDULE H (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only
OMB No. 1210-0110

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2006

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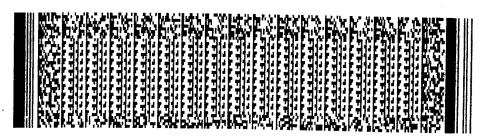
· Pension Delient Guaranty Corporation	File as an attachment to Fo	rm 5500.	i	Public Inspecti	<b>~</b> D
For calendar year 2006 or fiscal plan year beginning	01/01/2006	and ending	12/3	31/2006	DII.
A Name of plan		1=	<del></del>	772006	
ADVANTA CORP. EMPLOYEE STOCK OWNERS	SHTD DIAM	В	Three-digit		
C Plan sponsor's name as shown on line 2a of Form 5500			plan number	<b>&gt;</b>	002
ADVANTA CORP.		D	Employer Ide	ntification Numbe	r
Asset and Liability Statement				23-14	62070

Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions

Assets	o not cor		<del></del>
a Total noninterest-bearing cash		(a) Beginning of Year	(b) End of Year
b Receivables (less allowance for doubtful accounts):	a	0	0
(1) Employer contributions	L(1)		
(2) Participant contributions	b(1)	0	0
(3) Other		0	0
C General investments:	b(3)	0	0
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	-(4)		
(2) U.S. Government securities	c(1)	131706	227336
(3) Corporate debt instruments (other than employer securities):	c(2)	0	0
(A) Destamined	-(2)(4)		and the second s
/EN All	c(3)(A)	0	0
(4) Corporate stocks (other than employer securities):	c(3)(B)	0	0
AND DOCUMENT	-(4)(4)	and the state of t	
(B) Common	c(4)(A)	0	0
(B) Common		0	0
(6) Real estate (other than employer real property)	c(5)	0	0
(7) Loans (other than to participants)		0	Ö
	c(7)	0	0
	c(8)	0	0
took Makes at least the state of the state o	c(9)	0	0
	c(10)	0	0
AAMS SELL - LEST COLLEGE COLLE	c(11)	. 0	0
(12) Value of interest in 103-12 investment entities	c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	0	0
(14) Value of funds held in insurance co. general account (unallocated contracts)	c(14)	0	0
(15) Other	c(15)	0	0

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

v9.0 Schedule H (Form 5500) 2006

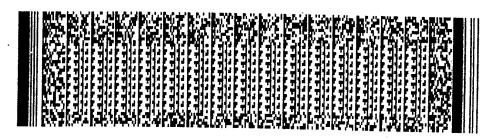




	Schedule H (Form 5500) 2006	·	Page <b>2</b>	
1d	Employer-related investments:	DO NEW AND IN		Official Use Only
			(a) Beginning of Year	(b) End of Year
		d(1)	28346937	37073699
_	(2) Employer real property	d(2)	0	0
е	Buildings and other property used in plan operation.	е	0	
Ŧ	Total assets (add all amounts in lines 1a through 1e)	f	28478643	37301035
	Liabilities		CONTRACTOR	
g	Benefit claims payable	a	12798	10700
h	Operating payables	h	12,730	12798
I	Acquisition indebtedness	<del>                                    </del>		0
j	Other liabilities	<del>  •</del>	710	0
k	Total liabilities (add all amounts in lines 1g through 1j)	┝┸┼	11841806	11653459
••	Net Assets	TWO CONTRACTOR OF THE PARTY OF	11854604	11666257
		ne di	2.	
	Net assets (subtract line 1k from line 1f)	1	16624039	25634778
100	Income and Expense Statement			23034770

Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income	THE VIOLET WAR	(a) Amount	4.5
а	Contributions:		(a) ranount	(b) Total
	(1) Received or receivable in cash from: (A) Employers	a(1)(A)	507490	
	(B) Participants	a(1)(B)	. 0	
	(C) Others (including rollovers)	a(1)(C)	0	
	(2) Noncash contributions	a(2)	0	
	(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	a(3)		507490
þ	Earnings on investments:			307490
	(1) Interest:			
	(A) Interest-bearing cash (including money market			
	accounts and certificates of deposit)	b(1)(A)	5652	
	(B) U.S. Government securities	b(1)(B)	0	
	(C) Corporate debt instruments	b(1)(C)	0	
	(D) Loans (other than to participants)	b(1)(D)	0	
	(E) Participant loans	b(1)(E)	0	
	(F) Other	b(1)(F)	. 0	
	(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)		5652
	(2) Dividends: (A) Preferred stock	b(2)(A)	0	3032
	(B) Common stock	b(2)(B)	702660	
	(C) Total dividends. Add lines 2b(2)(A) and (B)	b(2)(C)		702660
	(3) Rents	b(3)		702000
	(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	b(4)(A)	232162	
	(B) Aggregate carrying amount (see instructions)	b(4)(B)	210819	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.	b(4)(C)		21343
			v9.0	22013





(e) Net investment gain (loss) from polled separate accounts.  (f) Net investment gain (loss) from polled separate accounts.  (g) Net investment gain (loss) from master trust investment accounts.  (g) Net investment gain (loss) from 103-12 investment entities.  (g) Net investment gain (loss) from 103-12 investment companies.  (e.g., mutual funds).  (e.g., mutual funds).  (b) Interestment gain (loss) from registered investment companies.  (e.g., mutual funds).  (e.g., mutual funds).  (f) Total income.  (g) Total income.  (g) Total income amounts in column (b) and enter total.  (g) Total payment and payments to provide benefits:  (g) To insurance carriers for the provision of benefits.  (g) To insurance carriers for the provision of benefits.  (g) Total benefit payments. Add lines 2e(1) through (3).  (g) Total benefit payments. Add lines 2e(1) through (3).  (g) Cortain deemed distributions (see instructions).  (g) Cartain deemed distributions of participant loans (see instructions).  (g) Cartain deemed distributions of participant loans (see instructions).  (g) Interest expense.  (g) Interest expense.  (h) Administrative expenses.  (l) Professional fees.  (l) Other.  (l) Other.  (l) Other.  (l) Total administrative expenses. Add lines 2i(1) through (4).  (l) Other.  (l) Total expenses. Add all expense amounts in column (b) and enter total.  Net Income and Reconciliation.  k Net income (loss) (subtract line 2) from line 2d).  k Net income (loss) (subtract line 2) from line 2d).  k Recountant's Opinion  Complete line 3d if an opinion is not attached.  a The attached opinion of an independent qualified public accountant for this plan is (see instructions):  (l) Unqualified  L) Industriant (or accounting firm)   13 −5565207  (r) The opinion of an independent qualified public accountant is not attached because:	
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate b(5)(A) and (B) b(5)(B) 0  (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) b(5)(C) (6) Net investment gain (loss) from common/collective trusts. b(6) (7) Net investment gain (loss) from pooled separate accounts. b(7) (8) Net investment gain (loss) from master trust investment accounts. b(8) Net investment gain (loss) from master trust investment accounts. b(8) Net investment gain (loss) from master trust investment accounts. b(9) Net investment gain (loss) from registered investment entities b(9) (10) Net investment gain (loss) from registered investment entities b(9) (2) To the incorne character of the provision of provide benefits: (1) Directly to participants or beneficiaries, including direct rollovers. c(1) Directly to participants or beneficiaries, including direct rollovers. c(2) To insurance carriers for the provision of benefits. c(2) To insurance carriers for the provision of benefits. c(3) Other contract distributions (see instructions) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) Total benefit payments. Add lines 2e(1) through (3) c(4) contract administrator fees. c(1) Professional fees c(2) contract administrator fees. c(3) Investment advisory and management fees c(3) contract administrator vees. c(4) Professional fees c(5) Total expenses. Add all expenses amounts in column (b) and enter total contract of the provision of an independent qualified public accountant is attached to this Form 5500. complete line 3d through 3c if the opinion of an independent qualified public accountant for this plan is (see instructions):  (1) Vinqualified (2) Cualified (3) Declaimer (4) Advierse contract to 2 CFR 2520.10-2 and/or 103-12(d)? ves	nly
(B) Other (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) (C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B) (D) Net investment gain (loss) from pooled separate accounts. (B) Net investment gain (loss) from pooled separate accounts. (C) Net investment gain (loss) from pooled separate accounts. (D) Net investment gain (loss) from 103-12 investment entities (D) (D) Net investment gain (loss) from 103-12 investment entities (D) (D) Net investment gain (loss) from registered investment companies (e.g., mutual funds) (C) Other income (D) Total income. Add all income amounts in column (b) and enter total (D) Income and payments to provide benefits: (1) Directly to participants or beneficiaries, including direct rollovers (2) To insurance carriers for the provision of benefits. (3) Other (3) Other (3) Other (4) Total benefit payments. Add lines 2e(1) through (3) (E) Corrective distributions (see instructions) (E) Carrian deerned distributions (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Carrian deerned distributions of participant loans (see instructions) (E) Corrective distributions (see instructions) (E) Cor	ai aceanar
(C) Total unrealized appreciation of assets. Add lines 2b(5(A) and (B)   D(5)(C)   (6) Net investment gain (loss) from common/collective trusts.   D(7)   (8) Net investment gain (loss) from pooled separate accounts.   D(7)   (9) Net investment gain (loss) from moster trust investment accounts.   D(7)   (9) Net investment gain (loss) from accounts   D(8)   (10) Net investment gain (loss) from accounts   D(8)   (10) Net investment gain (loss) from accounts   D(9)   (11) Net investment gain (loss) from accounts   D(9)   (12) Investment accounts   D(9)   (13) Investment accounts   D(9)   (14) Investment accounts   D(9)   (15) Investment accounts   D(9)   (16) Interest expenses: (1) Professional fees   D(9)   (16) Interest expenses: (1) Professional fees   D(9)   (16) Interest expenses: (1) Professional fees   D(1)   (16) Interest expenses: (1) Professional fees   D(1)   (16) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (16) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (16) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (16) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (17) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (18) Interest expenses: Add all expenses emounts in column (b) and enter total   D(1)   (17) Interest expenses: (1) Professional fees   D(1)   (17) Interest expenses: Add all e	
(6) Net investment gain (loss) from common/collective trusts.	02418
(7) Net Investment gain (loss) from pooled separate accounts. (8) Net investment gain (loss) from master rust investment accounts (9) Net investment gain (loss) from 103-12 investment entities (e.g., mutual funds) (c.g., mutual funds) (b.g., mutual funds) (c.g., mutual funds) (c.g	72416
(9) Net investment gain (loss) from 103-12 investment entities  (10) Net investment gain (loss) from registered investment companies  (e.g., mutual funds)  C Other income  d Total income. Add all income amounts in column (b) and enter total  Expenses  Benefit payment and payments to provide benefits:  (1) Directly to participants or beneficiaries, including direct rollovers  (2) To insurance carriers for the provision of benefits.  (3) Other  (4) Total benefit payments. Add lines 2e(1) through (3).  (4) Total benefit payments. Add lines 2e(1) through (3).  (5) Corrective distributions (see instructions)  (6) Interest expense  (7) Professional fees  (8) Interest expenses:  (9) Contract administrative expenses:  (1) Professional fees  (1) Other  (3) Other  (4) Other  (5) Total administrative expenses. Add lines 2l(1) through (4).  (6) Other  (7) Total administrative expenses. Add lines 2l(1) through (4).  (8) Total administrative expenses. Add lines 2l(1) through (4).  (9) Total expenses. Add all expense amounts in column (b) and enter total.  Net income (loss) (subtract line 2) from line 2d)  K Net income (loss) (subtract line 2) from line 2d)  K Net income (loss) (subtract line 2) from line 2d)  K Net income lines 3d through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500.  Complete lines 3d through 3c if the opinion of an independent qualified public accountant for this plan is (see instructions):  (1) Yell orgulatified (2) Qualified (3) Disclaimer (4) Adverse  Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?  The attached opinion of an independent qualified public accountant is not attached because:	· · · · · ·
(a.g., mutual funds)	<del></del> ,
(e.g., mutual funds)  C Other income  d Total income. Add all income amounts in column (b) and enter total.  Expenses  Benefit payment and payments to provide benefits:  (1) Directly to participants or beneficiaries, including direct rollovers.  (2) To insurance carriers for the provision of benefits.  (3) Other.  (4) Total benefit payments. Add lines 2e(1) through (3).  (4) Total benefit payments. Add lines 2e(1) through (3).  (5) Certain deemed distributions (see instructions).  (6) Corrective distributions of participant loans (see instructions).  (7) Gertain deemed distributions of participant loans (see instructions).  (8) Certain deemed distributions of participant loans (see instructions).  (9) Gertain deemed distributions of participant loans (see instructions).  (1) Administrative expenses:  (1) Professional fees.  (1) 1 25  (2) Contract administratior fees.  (2) Contract administratior fees.  (3) Investment advisory and management fees.  (4) Other.  (5) Total administrative expenses. Add lines 2i(1) through (4).  (6) Total administrative expenses amounts in column (b) and enter total.  (7) Net Income and Reconciliation.  (8) Net income (loss) (subtract line 2j from line 2d).  (9) Investment (line) (subtract line 2j from line 2d).  (1) To this plan.  (2) From this plan.  (2) From this plan.  (3) Unqualified  (4) Adverse  Did the accountant's Opinion  3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant for this plan is (see instructions):  (1) Yes  The attached opinion of an independent qualified public accountant for this plan is (see instructions):  (1) Yes  C Enter the name and EIN of the accountant (or accounting firm) 13-5565207  KPMG, LLP  d The opinion of an independent qualified public accountant is not attached because:	<del></del>
C Other income  d Total income. Add all income amounts in column (b) and enter total	
d Total income. Add all income amounts in column (b) and enter total	(
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4 CCTs and PSAs do not complete Part IV. MTIAs, 103–12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, or 5.  103–12 IEs also do not complete 4j.  During the plan year:  a Did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3–102? (See instructions and DOL's Voluntary Fiduciary Correction Program.).  b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part 1 if "Yes" is checked).  c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part 1 iii "Yes" is checked).  d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part 1 iii "Yes" is checked).  d Was this plan covered by a fidelity bond?  f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?  g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?  h Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements).  i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions in "Yes" is checked and see instructions for format requirements	or 5.  No Amount  X  X  X  X  X  X  X  X  X  X  X  X  X
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C Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked).  C X  Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked on line 4d.).  e Was this plan covered by a fidelity bond?  f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?  g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?  h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?  h Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements).  j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements).  k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?  k X	X 35000000
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Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements)	
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format requirements).  k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?  Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of ar reverted to the employer this year.	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?  Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of ar reverted to the employer this year.	
plan, or brought under the control of the PBGC?	
Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of ar reverted to the employer this year	
Total and all player said years,,	
Tes A No Amount	•
If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which	n(s) to which assets or liabilities
564) None of clear (control of the control of the c	t, and a second of maximum
5b(1) Name of plan(s) 5b(2) EIN(s)	. 5 <b>b(3)</b> PN(s)
v9.0	

Financial Statements and Supplemental Schedules

December 31, 2006 and 2005

# **Table of Contents**

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2006 and 2005	2
Statement of Changes in Net Assets Available for Benefits, Year ended December 31, 2006	3
Notes to Financial Statements	4
Supplemental Schedules:	
Schedule H, Item 4i - Schedule of Assets (Held at End of Year), December 31, 2006	9
Schedule H, Item 4j - Schedule of Reportable Transactions, Year ended December 31, 2006	10

Notes to Financial Statements

December 31, 2006 and 2005

### (6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

Year ending December 31:	
2007	\$ 201,854
2008	218,494
2009	236,505
2010	256,000
2011	277,103
Thereafter	10,348,122

### (7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

### (8) Risks and Uncertainties

The Plan invests in Advanta Corp. Class A Common Stock. Investment securities are exposed to various risks such as market risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported on the statements of net assets available for benefits.

Case 2:09-cv-04974-CMR Document 60-1 Filed 01/26/11 Page 13 of 45

Schedule H, Item 4j - Schedule of Reportable Transactions

Year ended December 31, 2006

Identity of party involved Single transactions: None.	Description of transaction	Number of transactions	Cash amount received (paid) by the Plan
Series of transactions:			
*Advanta Corp.	Loan principal and interest payments (see Note 6)	4	\$ (1,118,945)

<sup>\*</sup>Indicates a party-in-interest to the Plan.

See accompanying independent auditor's report.

# EXHIBIT B

Form **5500** 

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Annual Return/Report of Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

► Complete all entries in accordance with the instructions to the Form 5500.

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2007

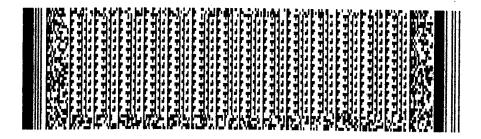
This Form is Open to

Pension Benefit Guaranty Corporation	the ins	tructions to the	Form 5500.		Public Inspection.
Part Annual Report	Identification Information	n .			Mark the second
For the calendar plan year 2007 o	r fiscal plan year beginning	01/01/20	07. and	ending 12/31	/2007
	a multiemployer plan;			itiple-employer pla	<u> </u>
	a single-employer plan (othe	r than a		E (specify)	.ri, Oi
(-) L	multiple-employer plan);	, aran a	(4) [] a DF	= (specify)	
	manapid omployer pictry,				
B. This makes from out in	7 ab - 5 a a a a a a	AL 1			
B This return/report is: (1)	the first return/report filed for	the plan;	(3)   the fi	nal return/report file	ed for the plan;
(2)	an amended return/report;		(4) 📋 a sho	ort plan year return/	report (less than 12 months).
C If the plan is a collectively-barge					· · · · · · · · · · · · · · · · · · ·
D If filing under an extension of tir	ne or the DFVC program, check	cbox and attach	required information	n. (see instructions)	
Part Basic Plan Info	rmation — enter all request	ed information.			
1a Name of plan				1b Three-digi	t
ADVANTA CORP. EMPLOY	EE STOCK OWNERSHIP	PLAN		plan numb	l l
				i C checave d	ate of plan (mo., day, yr.)
					09/10/1998
20 Diamananda nama and add		<del></del>		****	
2a Plan sponsor's name and addr		nployer plan)		2b Employer I	dentification Number (EIN)
(Address should include room	or suite no.)				23-1462070
ADVANTA CORP.				2c Sponsor's	telephone number
					215-657-4000
WELSH & MCKEAN ROAD				2d Business c	ode (see instructions)
					551112
WELSH & MCKEAN ROADS					
P.O. BOX 844					
SPRING HOUSE		דע <b>ד</b>	10477 0044		
		PA	19477-0844		
Caution: A penalty for the late or inc	complete filing of this return/rep	ort will be assess	sed unless reasonab	le cause is establis	hed.
Under penalties of perjury and other pen attachments, as well as the electronic versi	alties set forth in the instructions, I d on of this return/report if it is being f	eclare that I have ex iled electronically, as	amined this return/repo	rt, including accompany	ying schedules, statements and
EFFER - NEW YORK - NO.			ra to the best of my kno	wiedge allu bellet, it is	true, correct and complete.
$Q \dots Q u$					
Caul C. Jel	·	25708 AI	DVANTA CORP.	BY PAUL JE	FFERS
Signature of plan a	dministrator	Date			ng as plan administrator
$\alpha = \alpha$	/		,, , ,	marridad olgin	ing the pietri acriminati acor
(Jay C. VI)	91:	25/08 AI	OVANTA CORP.	BY PAUL TE	FFFDC
Signature of employer/p		Date			
For Panaguark Reduction Act Noti	ice and OMP Central Number		Type or print name of	individual signing as en	nployer, plan sponsor or DFE
For Paperwork Reduction Act Noti				V10.1	Form <b>5500</b> (2007)
	4.7.18.18.3.188 WARRIED LEIGHTE STEILE	LX. L4.11. 1 . 9 () mile			
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1	Form 5500 (2007)	Page 2	,		
<del>-</del>				Official Use On	ily
	Plan administrator's name and address (If same as plan sponsor, enter "Same")	3b	Administra	tor's EIN	
		3c	Administra	tor's telephone num	
		50	Adilailag	tot a relebitorie tidiff	ber
4	If the name and/or EIN of the plan sponsor has changed since the last return/rep	ort filed for this plan, ent		b ein	
	EIN and the plan number from the last return/report below:	on mod for time plant, enac	si ule name	, DEN	
a	Sponsor's name			C PN	<del></del>
5	Preparer information (optional) a Name (including firm name, if applicable) a				
J	Preparer information (optional) a Name (including firm name, if applicable) a	and address		<b>b</b> EIN	
				C Telephone	number
6	Total number of participants at the beginning of the plan year				753
7	Number of participants as of the end of the plan year (welfare plans complete only	v lines 7a. 7b. 7c. and 7d	,	6	751
а	Active participants			7a	659
b	• • • • • • • • • • • • • • • • • • • •			7b	0
C	Other retired or separated participants entitled to future benefits	• • • • • • • • • • • • • • • • • • • •		7c	49
d e	Subtotal. Add lines <b>7a</b> , <b>7b</b> , and <b>7c</b>	hanalita		7d	708
f	Total. Add lines 7d and 7e	beneits	<u> </u>	7e	<u>0</u> 708
g	Number of participants with account balances as of the end of the plan year (only	defined contribution plan	ns	<del>'</del>	708
	complete this item)	· • • • • • • • • • • • • • • • • • • •		7g	708
h	Number of participants that terminated employment during the plan year with accr				
i	100% vested	so number of concreted	• • • • • • • • • • • • • • • • • • • •	7h	44
-	participants required to be reported on a Schedule SSA (Form 5500)	e number of separated		71	9
8	Benefits provided under the plan (complete 8a and 8b, as applicable)				<del></del> -
a	Pension benefits (check this box if the plan provides pension benefits and enter	the applicable pension f	eature code	s from the List of Pl	an
h	Characteristics Codes printed in the instructions): 2P 3F 3H Welfare benefits (check this box if the plan provides welfare benefits and enter the plan provi				
	Welfare benefits (check this box if the plan provides welfare benefits and enter the Characteristics Codes printed in the instructions):	ne applicable welfare fea	ture codes	from the List of Plan	
			لـــا لــ		
9a		n benefit arrangement (c	heck all that	apply)	
	(1) Insurance (1)				
	(2) Code section 412(i) insurance contracts (2) (3) Trust (3)		insurance c	ontracts	
	(4) General assets of the sponsor (4)	General assets of the	e soonsor		
		11	o oportiooi		
		(2 <b>855=</b>			
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ı	ા જન્દર માર્ક				
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	Fo	rm 5500	2007 (2007	")			Pa	age 3		
10 a	Schedul Pensior (1) X (2) (3) X (4) X	es attac	it Scho R B E	Check all applicable boxes and, where indicatedules (Retirement Plan Information) (Actuarial Information) (ESOP Annual Information) (Separated Vested Participant Information)	ed, ente	r the number  Financial S  (1) X  (2)  (3)  (4)  (5)  (6)	attached.	See instruction (Financial Info (Financial Info (Insurance In (Service Prov (DFE/Particip	formation) formation Small Plan)	





#### SCHEDULE H (Form 5500)

Department of the Treasur Internal Revenue Service

Department of Labor Employee Benefits Security Administration

## Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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2007

This Form is Open to Public Inspection.

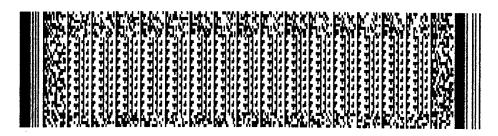
Pension Benefit Guaranty Corporation File as an attachment to Form 5500. 01/01/2007 For calendar year 2007 or fiscal plan year beginning 12/31/2007 and ending A Name of plan B Three-digit ADVANTA CORP. EMPLOYEE STOCK OWNERSHIP PLAN plan number 002 C Plan sponsor's name as shown on line 2a of Form 5500 **Employer Identification Number** ADVANTA CORP. 23-1462070 Asset and Liability Statement Part I

Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

	Assets	V PARTY	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	а	0	0
_	Receivables (less allowance for doubtful accounts):			
	1) Employer contributions	b(1)	0	0
	2) Participant contributions		0	0
(	3) Other	b(3)	0	0
C	General investments:			
(	1) Interest-bearing cash (include money market accounts & certificates of deposit)	c(1)	227336	269132
(	2) U.S. Government securities	c(2)	0	0
(	3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	c(3)(A)	0	0
	(B) All other	c(3)(B)	0	0
(	4) Corporate stocks (other than employer securities):			
	(A) Preferred	c(4)(A)	0	0
	(B) Common	c(4)(B)	0	0
(	5) Partnership/joint venture interests	c(5)	0	0
(	6) Real estate (other than employer real property)	c(6)	0	0
(	7) Loans (other than to participants)	c(7)	0	0
(	8) Participant loans	c(8)	0	0
(	9) Value of interest in common/collective trusts	c(9)	0	0
(1	0) Value of interest in pooled separate accounts	c(10)	0	0
(1	1) Value of interest in master trust investment accounts	c(11)	0	0
(1	2) Value of interest in 103-12 investment entities	c(12)	0	0
	3) Value of interest in registered investment companies (e.g., mutual funds)	c(13)	0	0
(1	4) Value of funds held in insurance co. general account (unallocated contracts)	c(14)	0	0
(1	5) Other	c(15)	0	0

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

V10.1 Schedule H (Form 5500) 2007





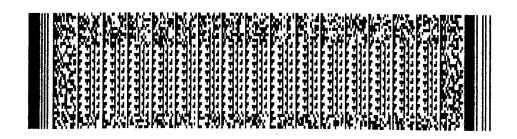
Schedule H (Form 5500) 2007

Page 2

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1d Employer-related investments:	2.13	(a) Beginning of Year	(b) End of Year
(1) Employer securities	d(1)	37073699	10113880
(2) Employer real property	d(2)	0	0
e Buildings and other property used in plan operation	е	0	0
f Total assets (add all amounts in lines 1a through 1e)	1	37301035	10383012
Liabilities	5.3		
g Benefit claims payable	g	12798	12798
h Operating payables		0	0
Acquisition indebtedness	<b>i</b>	0	0
j Other liabilities		11653459	11449585
k Total liabilities (add all amounts in lines 1g through 1j)		11666257	11462383
Net Assets	375		
I Net assets (subtract line 1k from line 1f)		25634778	-1079371
Income and Expense Statement			

Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and

	103-12 IEs do not complete lines 2a, 2	b(1)(E), 2e, 2f, and 2g.				
	Income		4.	(a) Amount	(b) Total	
а	Contributions:					
	(1) Received or receivable in cash from	em: (A) Employers	a(1)(A)	230500		
	(B) Participants		a(1)(B)	0		
	(C) Others (including rollovers) .	<b>}</b> -	a(1)(C)	0		
	(2) Noncash contributions	· · · · · · · · · · · · · · · · · · ·	a(2)	0		
	(3) Total contributions. Add lines 2a(1	)(A), (B), (C), and line 2a(2)	a(3)		230500	
b	Earnings on investments:					
	(1) Interest:	X				
	(A) Interest-bearing cash (includ					
			b(1)(A)	8585		
	• •		b(1)(B)	0		
			b(1)(C)	0		
	, , , , , , , , , , , , , , , , , , , ,		b(1)(D)	0		
			b(1)(E)	0		
	• •		b(1)(F)	0		
	(G) Total interest. Add lines 2b(1)	<b></b>	b(1)(G)		8585	
	, ,		b(2)(A)	0		
	(B) Common stock	<del>-</del>	b(2)(B)	935916		
	(C) Total dividends. Add lines 2t	F <sup></sup>	b(2)(C)		935916	
	(3) Rents	<u>⊢</u>	b(3)		0	
	(4) Net gain (loss) on sale of assets:		b(4)(A)	229101		
	(B) Aggregate carrying amount (s		b(4)(B)	224170		
	(C) Subtract line 2b(4)(B) from lin	e 2b(4)(A) and enter result	b(4)(C)		4931	





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	Schedule H (Form 5500) 2007		Page 3	Official Use Only
		#WYSE	(a) Amount	(b) Total
2b	(A) Real estate	b(5)(A)	(a) / iii ou ii	0
	(B) Other		-266626	6기
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)			-2666260
	(6) Net investment gain (loss) from common/collective trusts			2000200
	(7) Net investment gain (loss) from pooled separate accounts			
	(8) Net investment gain (loss) from master trust investment accounts			
	(9) Net investment gain (loss) from 103-12 investment entities			
	(10) Net investment gain (loss) from registered investment companies		20.00	
	(e.g., mutual funds)	b(10)		
C	Other income		100	
đ	· · · · · · · · · · · · · · · · · · ·			-2548267
	Expenses			2340207
е	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	e(1)	31640	10
	(2) To insurance carriers for the provision of benefits		31041	0
	(3) Other		· · · · · · · · · · · · · · · · · · ·	
	(4) Total benefit payments. Add lines 2e(1) through (3)			31640
f	Corrective distributions (see instructions)			310400
g			40.00	
h			100000000000000000000000000000000000000	91507
i	Administrative expenses: (1) Professional fees	<b>———</b>		0
-	(2) Contract administrator fees			0
	(3) Investment advisory and management fees			0
	(4) Other			
	(5) Total administrative expenses. Add lines 2i(1) through (4)	<u> </u>		
ì	Total expenses. Add all expense amounts in column (b) and enter total			1231479
	Net Income and Reconciliation			123147
k	Net income (loss) (subtract line 2j from line 2d)			-26714149
ï	Transfers of assets			-20/14145
•	(1) To this plan			
	(2) From this plan.			
1	Accountant's Opinion	1(2)		(3)
3	Complete lines 3a through 3c if the opinion of an independent qualified public according to the complete lines are the complete lines as through 3c if the opinion of an independent qualified public according to the complete lines are the complete lines as through 3c if the opinion of an independent qualified public according to the complete lines are the complete lines.	ountant is at		
	Complete line 3d if an opinion is not attached.	ountain is att	ached to this Form 550	0.
2	The attached opinion of an independent qualified public accountant for this plan is	/ooo instruct	ia-a\.	<del></del>
•		verse	ions):	
h	Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8		0/4/0	п., п.
		-5565207		···· Yes No
U	KPMG, LLP	-330320		<del></del>
ام	The opinion of an independent qualified public accountant is <b>not attached</b> becaus	<del></del>		
u				
	(1) this form is filed for a CCT, PSA or MTIA. (2) it will be attached to	the next Fo	rm 5500 pursuant to 29	CFR 2520.104-50.

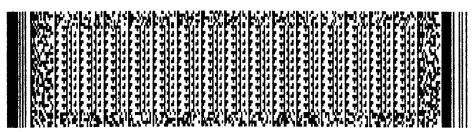


Schedule	· H (Form	1.5500)	2007

Page 4

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ď	市设 Transactions During Plan Year							
4	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e,	4f, 4g,	4h, 4l	k, or 5	j.			
	103-12 lEs also do not complete 4j.							
	During the plan year:		Yes	No	T	Amount		
а	Did the employer fail to transmit to the plan any participant contributions within the time							
	period described in 29 CFR 2510.3-102? (See instructions and DOL's Voluntary Fiduciary							
	Correction Program.)	a		Х		A13_11		- N. V.
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close	77	4.57			1.00		
	of plan year or classified during the year as uncollectible? Disregard participant loans secured	270						
	by participant's account balance. (Attach Schedule G (Form 5500) Part 1 if "Yes" is checked)	b		X	2.00.00.00.00	11.00	2023 W. E.S. V.	
C	Were any leases to which the plan was a party in default or classified during the year as		(a) (2)		100			
	uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked)	C	1.0	X	445-1 (1410-141)			1843
d	Were there any nonexempt transactions with any party-in-interest? (Do not include		1500	8.00	2.5 (4)			
	transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is							
	checked on line 4d.)	d		X	2018 200000			COST C
е	Was this plan covered by a fidelity bond?	e	Х		-	350	0000	<u> </u>
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was						2000	
	caused by fraud or dishonesty?	f	3.86	X		A-CONTRACTOR		
а	Did the plan hold any assets whose current value was neither readily determinable on an		VAS	(m)			a second	77.
_	established market nor set by an independent third party appraiser?	g		X	200 to 100 to 10	(1) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4	WASHINGS .	in a
h	Did the plan receive any noncash contributions whose value was neither readily determinable							
	on an established market nor set by an independent third party appraiser?	h	12:12:13:13	X	1340463134443		ADARES VILLE	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is	N. V.					1	
	checked, and see instructions for format requirements)	1	Х	A 30 . M		1 (V)		
i	Were any plan transactions or series of transactions in excess of 5% of the current value of				W (0.5)			
•	plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for							
	format requirements)	1135.6.552	X	**************************************				
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another					N. L.		
	plan, or brought under the control of the PBGC?	k	Trades Services	X				
5a	Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?		. enter	the a	mount of	any nian ac	eate the	######################################
	reverted to the employer this year	No No		moun		arry prair au	JOIG 010	
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s)					assets or I	abilities	
	were transferred. (See instructions).	,,	,	<b>1</b> 000.1/0	o, 10 1111101	, 400000 0, 1	CDINGG	
	5b(1) Name of plan(s) 5b(2) EIN(s	:)				5b/3\	PN(s)	
	==(-) ==(-)	,				05(0)	1 14(5)	
						·		
						·	<del></del>	
					···	·		—
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		,				J.,		





Financial Statements and Supplemental Schedules

December 31, 2007 and 2006

(with Independent Auditors' Report thereon)

# Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2007 and 2006	2
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2007	3
Notes to Financial Statements	4
Supplemental Schedules:	
Schedule H, Item 4i - Schedule of Assets (Held at End of Year), December 31, 2007	9
Schedule H, Item 4j – Schedule of Reportable Transactions, Year Ended December 31, 2007	10

Notes to Financial Statements

December 31, 2007 and 2006

# (6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

Year ending December 31:	
2008	\$ 218,494
2009	236,505
2010	256,000
2011	277,103
2012	299,945
Thereafter	10,048,177

### (7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

### (8) Risks and Uncertainties

The Plan invests in Advanta Corp. Class A Common Stock. Investment securities are exposed to various risks such as market risk. Due to the level of risk associated with investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported on the statements of net assets available for benefits.

Schedule H, Item 4j - Schedule of Reportable Transactions

Year Ended December 31, 2007

Identity of party involved	Description of transaction	Number of transactions	Cash amount received (paid) by the Plan			
Single transactions: None.						
Series of transactions:						
*Advanta Corp.	Loan principal and interest payments (see Note 6)	4	\$ (1,118,945)			
*Advanta Corp. is a party	v-in-interest to the Plan.					

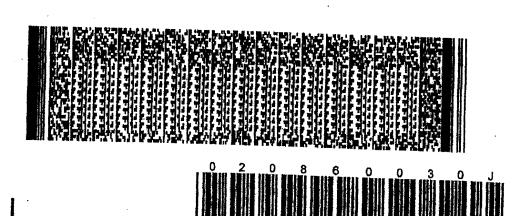
See accompanying independent auditor's report.

# EXHIBIT C

ı						
Form 5500 Department of the Treasury Internal Revenue Service	inis form is requi	turn/Report of	ctions 104 and 4	1065 of the Employee	Official U OMB Nos. 1	
Department of Labor Employee Benefits Security Administration	6057(b), an	come Security Act of 19 and 6058(a) of the Interna	74 (ERISA) and N Revenue Code	sections 6047(e), e (the Code).	200	
Pension Benefit Guaranty Corporation	· .	Complete all entries the instructions to	in accordance withe Form 5500.	rith .	This Form i	
For the calandar plan year 200	rt identification is	nformation			1	beatter
For the calendar plan year 200  A This return/report is for: (1				and ending		`
(2	· 🗎	plan (other than a	(3)	a multiple-employer pl a DFE (specify)	an; or	
B This return/report is: (1)	the first return/rep an amended return	ort filed for the plan;	(3)	the final return/report fi	ed for the plan;	
C If the plan is a collectively-ba	grasined plan, check he	erna.	(4) [	a short plan year return		1 12 months)
If filing under an extension of	f time or the DFVC proc	gram, check box and atta r all requested informatio	ach required infor	mation. (see instructions	) <u> </u>	<b>&gt;</b>
1a Name of plan ADVANTA CORP. EMPLO			(),	1b Three-dig	lt	
THE PERSON NAMED OF THE PE	TER STOCK OWN	ERSHIP PLAN			per (PN)	002
				1C Effective of	ate of plan (mo.,	day, yr.) /1998
Qa ril					09/10	/1996
2a Plan sponsor's name and ac (Address should include roo ADVANTA CORP.	idress (employer, if for im or suite no.)	a single-employer plan)		2b Employer	Identification Num 23-14	
TENTINI CONT.				2c Spansor's	telephone numb	
				2d Business	215-444	
WEIGH : MOVEAN DOND	ó.			AC DUSINESS (	ode (see instruct 5	<b>ions)</b> 51112
WELSH & MCKEAN ROAD P.O. BOX 844	S					
SPRING HOUSE		PA	19477-0	844		
Caution: A penalty for the late or Under penalties of perjury and other p	incomplete filing of this enalties set forth in the inc	return/report will be ass	essed unless rea	sonable cause is establis	hed.	
Under penalties of perjury and other pattachments, as well as the electronic ve	rsion of this return/report i	f it is being filed electronically	examined this retur ,, and to the best of :	n/report, including accompany my knowledge and belief, it is	ring schedules, state true, correct and cor	ments and
	2					
Signature of plan	administration	10/14/09	<u> </u>			
Signature or plant	auministrator 7	Date	Type or prin	t name of individual signi	ng as plan admir	nistrator
Signature of employer	/pien sponsor/DFE	10/14/09 Date	PHILL	PM. BROW		
For Paperwork Reduction Act No	otice and OMB Contro	I Numbers, see the ins	tructions for For	ame of individual signing as em		
William Black B.L				m 5500. V11.3	Form 5	500 (2008)
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ter the name,	b EIN C PN b EIN C Telephone nu	
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Administrator  ter the name,  6  d)  7a  7b	b EIN C PN b EIN C Telephone nu	umber
ter the name,	b EIN c PN b EIN c Telephone no	umber
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· · · · ·		46
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feature codes fr	rom the List of Plan	
ature codes from	m the List of Plan	
check all that ap	oply)	
(3) insurance o	Contracts	
he anoneor		
	ess than 7h	ess than  7h  7i  feature codes from the List of Plan ature codes from the List of Plan check all that apply)  (a)(3) insurance contracts

Form 5500 (2008)  10 Schedules attached (Check all applicable boxes and, where indicated a Pension Benefit Schedules	Page 3 Official Use Only
a Pension Benefit Schedules  (1) X R (Retirement Plan Information)  (2) B (Actuarial Information)  (3) X E (ESOP Annual Information)  (4) X SSA (Separated Vested Participant Information)	b Financial Schedules  (1) X H (Financial Information)  (2) (3) (4) (5) (6) (6) (6) (7) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7



SCHED	ULE	H
(Form	5500	)

Department of Labor ployee Benefits Security Administration

For

# Financial Information

This schedule is required to be filed under Section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

Official Use Only OMB No. 1210-0110

Pension Benefit Guaranty Corporation	File as an attachment to Fon	F#00	1		orm is Open to
For calendar year 2008 or fiscal plan yea	r beginning		<u>.</u>	Publ	lic Inspection.
A Name of plan		and ending			
ADVANTA CORP. EMPLOYEE	STOCK OWNERSHID DIAM	В	Three-digit		
C Plan sponsor's name as shown on lir	se 2s of Form EGO		plan number	•	002
ADVANTA CORP.	~ 24 Of 1 Offit 5500	D	Employer id	entificati	ion Number
Asset and Liability S	Statement				23-14.620.7.0
Current value of plan assets and lish	illities at the hadinning and and a day				

Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1l. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d not 103-12 IEs do not

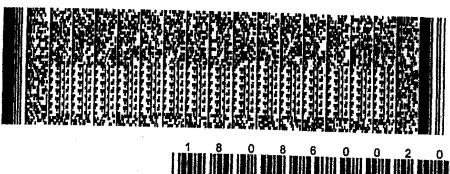
Assets Total popinterent bearing assis		(a) Beginning of Year	instructions. (b) End of Year
Total noninterest-bearing cash	8		37,
Receivables (less allowance for doubtful accounts);			
(1) Employer contributions.	b(1)		
	b(2)		
(3) Other	b(3)		35
(1) Interest-bearing cash (include money market accounts & certificates of deposit) (2) U.S. Government securities	c(1)	269132	26869
1.00	c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	C(3)(A)		AND THE PROPERTY OF
(B) All other.	c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	c(4XA)	=	
(e) Common	CAVEY		
b) Fairnership/joint venture interests	c(5)		
(6) Real estate (other than employer real property)	c(6)		
7) Loans (other than to participants)	c(7)		
8) Participant loans	0/9)		
9) Value of interest in common/collective trusts	c(9)		
Value of interest in pooled separate accounts	c(10)		
Value of interest in master trust investment accounts	c(11)		
2) Value of interest in 103-12 investment entities	c(12)		
Value of interest in registered investment companies (e.g., minual funds)	c(13)		
Value of funds held in insurance co. general account (unallocated contracts)	c(14)		
E) Other	-/4E)		



		Page 2	
d Employer-related investments:		(e) Basicala	Official Use Only
(1) Employer securities	d(1)	(a) Beginning of Year	(b) End of Year
(2) Employer real property		10113880	158925
Buildings and other property used in plan operation.	0(2)	· ·	
Total assets (add all amounts in the standard and and and and and and and and and an	···· e		
Total assets (add all amounts in lines 1a through 1e)	1	10383012	185830
Liabilities			1008307
Benefit claims payable	G	12798	
Operating payables	h	12/98	
Acquisition indebtedness			
Other Habilities			
Total liabilities (add all amounts in lines 1g through 1j)	····	11449585	11228907
Net Assets	<u>k</u>	11462383	11228907
Not popoto /publiment line at a feet manage			
Net assets (subtract line 1k from line 1f)		-1079371	-9370605

Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	income		(-) )	
a (	Contributions:		(a) Amount	(b) Total
(	Received or receivable in cash from: (A) Employers.     (B) Participants	a(1)(A) a(1)(B)	140917	
	(C) Others (including rollovers)	a(1)(C) a(2)		
) E	3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2) arnings on investments:	a(3)		
-{	1) Interest:			
	(A) Interest-bearing cash (including money market			
	accounts and certificates of deposit)	b(1)(A)	65	
	(B) U.S. Government securities	b(1)(B)		
	(C) Corporate debt instruments	b(1)(C)		
	(D) Loans (other than to participants)	b(1)(D)		
	(E) Participant loans	b(1)(E)		
	(F) Other	b(1)(F)	· · · · · · · · · · · · · · · · · · ·	
(2	(G) Total interest. Add lines 2b(1)(A) through (F)	b(1)(G)		
1.	a distribution attour.	b(2)(A)		
	(B) Common stock	b(2)(B)	979821	
(3	( ) A STATE OF THE	b(2)(C)		979821
(4		b(3)		3.3324
	(A) Aggregate proceeds	b(4)(A)	1800	
	the same semiling of the title (Section 18)	b(4)(B)	2145	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.	b(4)(C)		-345



b

		. 1	
Schedule H (Form 5500) 2008		İ	
	P	age 3	
2b (5) Unrealized appreciation (denotation)	And the Annual Control	(0) 1	Official Use Only
(*) The depreciation (depreciation) of seemer (A) Dank and the	b(5)(A)	(a) Amount	(b) Total
4m3 - 4m3 - 4 + 4 + 4 + 4 + 4 + 4 + 4 + 4 + 4 + 4		-8428186	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)			0.4004
(6) Net investment gain (loss) from common/collective trusts			-842818
(7) Net investment gain (loss) from pooled separate accounts.  (8) Net investment gain (loss) from master trust investment accounts.  (9) Net investment gain (loss) from master trust investment accounts.	b(7)		
(9) Net investment gain (loss) from 103-12 investment accounts	b(8)		
(10) Net investment gain (loss) from registered investment companies	b(9)		
(e.g., mutual funds)			
(e.g., mutual funds)  C Other Income	<u>b(10)</u>		40
d Total income. Add all Income amounts in column (b) and enter total:	··C		
Expenses	. d		-730732
Benefit payment and payments to provide henefits:			
(1) Directly to participants or beneficiaries, including direct rolleges			
t-/ 10 modified by carriers for the provision of benefits		85645	
(o) Onioi			
(4) Total benefit payments, Add lines 2e(1) through (2)			
- and and appropriate (See High Chous)	The second secon		8564
a contain destrict distributions of participant loans (see instructions)			
	h		
· Commissioned expenses: (1) Professional faces			898267
/2/ Comman administrator ides.			
(o) investment advisory and management fees	140		
(7) Outer , ,			
(b) Total authinistrative expenses. Add lines 21/1) through (a)			
your expenses, and air expense amounts in column (b) and enter total	-30/		0
iver income and reconciliation	CAST STORY		983912
Net income (loss) (subtract line 2j from line 2d)	k		
The location of easiers			-8291234
(1) To this plan.	1(1)		
(2) From this plan	l(2)		
Complete lines 3a through 3a Kethanalia			
Complete lines 3a through 3c if the opinion of an independent qualified public accomplete line 3d if an opinion is not attached.	ountant is attached to	this Form 5500	
The attached opinion of an independent gualified and it			
The attached opinion of an independent qualified public accountant for this plan is  (1) Unqualified (2) Qualified (3) Discipliner (4)	(see instructions):	······································	
Did the accountant perform a limited scope such purposes of a limited scope scope such purposes of a limited scope scope such purposes of a limited scope scope scope scope such purposes of a limited scope sc	/erse		
Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 a  Enter the name and EIN of the accountant (or accounting firm)   13-	and/or 103-12(d)?	• • • • • • • • • • • • • • • •	Yes X No
KPMG, LLP	-3565207		
The opinion of an independent qualified public accountant is not attached because			
(1) this form is filed for a CCT, PSA or MTIA. (2) It will be attached to	<b>9:</b>		•
(2)   it will be attached to	the next Form 5500 p	ursuant to 29 CFR 25	20.104-50
<b>《大大学人》的文学和学习的一种人类的学习学习的学习</b>	5 (6) E		
IIII BEGAR HILL HILL HILL HILL END			•
A manual of the state of the st	有权(F) · 國( )		
1 8 0 8 6 0 0	3 0 0		

Transactions During Plan Year  CTs and PSAs do not complete Part IV. MTIAs, 103–12 03–12 IEs also do not complete 4j.  uring the plan year: id the employer fall to transmit to the plan any participal eriod described in 29 CFR 2510.3–102? (See instruction correction Program.).  Iere any loans by the plan or fixed income obligations di plan year or classified during the year as uncollectible? In participant's account balance. (Attach Schedule G (Form participant's account balance. (Attach Schedule G (Form participant's account balance. (Form 5500) Part II If "Y ere there any nonexempt transactions with any party-in unsactions reported on line 4a. Attach Schedule G (Form ecked.)  as this plan covered by a fidelity bond? If the plan have a loss, whether or not reimbursed by the used by fraud or dishonesty?	to contributions within a sand DOL's Voluntary and DOL's Voluntary the the plan in default at Disregard participant is m 5500) Part Lif. "Yes" or classified during the es" is checked.)interest? (Do not incluin 5500) Part III if "Yes" is a plant's fidelity board at the contribution of the contribution	he time Fiduciary s of the close bans secured ls checked:) year as de			Official Use Only  Amount
CTs and PSAs do not complete Part IV. MTIAs, 103-12 03-12 IEs also do not complete 4j.  uring the plan year:  id the employer fall to transmit to the plan any participal eriod described in 29 CFR 2510.3-102? (See instruction orrection Program.).  Idere any loans by the plan or fixed income obligations of plan year or classified during the year as uncollectible? In participant's account balance. (Attach Schedule G (Four erany leases to which the plan was a party in default incollectible? (Attach Schedule G (Form 5500) Part II if "year there any nonexempt transactions with any party-in unsactions reported on line 4a. Attach Schedule G (Form ecked.)  as this plan covered by a fidelity bond?  If the plan have a loss, whether or not reimbursed by the used by fraud or dishonesty?	to contributions within a sand DOL's Voluntary and DOL's Voluntary the the plan in default at Disregard participant is m 5500) Part Lif. "Yes" or classified during the es" is checked.)interest? (Do not incluin 5500) Part III if "Yes" is a plant's fidelity board at the contribution of the contribution	he time Fiduciary s of the close bans secured ls checked:) year as de	a b	s No	
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the plan hold any assets whose current value was neit	her readily determinable	e on an			
i the plan receive any noncash contributions whose val	ppraiser?		g	X	
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The state of the plan been account different	the elements			X	
erted to the employer this year	The plan year or any p	nor plan year? If	/es, enter	the amount o	any plan assets that
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e transferred. (See instructions).		action plants), ici	eriury the	plan(s) to whi	ch assets or liabilities
(I) Name of plan(s)		5b(2) EIN(s)			5h/2\ p
					5b(3) PN(s)
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Financial Statements and Supplemental Schedules

December 31, 2008 and 2007

(with Independent Auditors' Report thereon)

# Table of Contents

	Page
Independent Auditors' Report	1
Statements of Net Assets Available for Benefits, December 31, 2008 and 2007	3
Statement of Changes in Net Assets Available for Benefits, Year Ended December 31, 2008	4
Notes to Financial Statements	5
Supplemental Schedules:	•
Schedule H, Item 4i - Schedule of Assets (Held at End of Year), December 31, 2008	11
Schedule H, Item 4j - Schedule of Reportable Transactions, Year Ended December 31, 2008	12

Notes to Financial Statements

December 31, 2008 and 2007

qualified and the related trust is tax-exempt. Accordingly, no provision for income taxes is shown in the accompanying financial statements.

#### (4) Administration of Plan Assets

The Plan's assets, which consist principally of Advanta Corp. Class A Common Stock, are held by the trust established under the Plan.

Advanta's contributions to the Plan, as well as the shares of Advanta Corp. Class A Common Stock, dividends received with respect to such shares, if any, and any other earnings, are held by the trustees and used, consistent with the terms of the Plan, to make required payments with respect to the Loan or to make distributions to participants.

Certain administrative functions are performed by officers or employees of Advanta. No such officer or employee receives compensation from the Plan. Administrative expenses of the Plan are paid by Advanta.

#### (5) Investments

The Plan's investments at December 31 are presented in the following table:

	•••	2008				2		
		Allocated		Unallocated	-	Allocated		Unallocated
Advanta Corp. Class A	A Com	mon Stock	-					Chinocated
Number of shares		371,541		998,503		337,034		1,048,429
Cost	\$	3,113,289	\$	8,366,851	\$	2,824,141	\$	8,785,200
Fair value	\$	430,988	\$	1,158,263	\$	2,460,348	\$	7,653,532

#### (6) Loan Payable

On September 10, 1998, the Plan entered into a term loan agreement with Advanta Corp. The proceeds of the Loan were used to purchase Advanta Corp. Class A Common Stock. Unallocated shares are collateral for the Loan. The agreement provides for repayment of outstanding principal on the Loan, together with interest on such amount, in quarterly installments based on a 30-year amortization schedule. The Loan bears interest at 8%. The future minimum principal payments of the Loan are as follows:

Year ending December 31:	
2009	\$ 236,505
2010	256,000
2011	277,103
2012	299,945
2013	324,670
Thereafter	9,723,507

#### (7) Employer Contributions

In accordance with the Plan document, Advanta makes contributions to the Plan which, when aggregated with the Plan's dividend and interest earnings, equal the amount necessary to enable the Plan to make payments of principal and interest due on the Loan.

Schedule H, Item 4j - Schedule of Reportable Transactions

Year Ended December 31, 2008

Identity of party involved Single transactions:	Description of transaction	Number of transactions	Cash amount received (paid) by the Plan
None.	•		
Series of transactions:		,	
*Advanta Corp.	Loan principal and interest payments (see Note 6)	4	\$ (1,118,945)
*Advanta Corp. is a party	/-in-interest to the Plan.		

See accompanying independent auditor's report.

# EXHIBIT D

#### Form 5500

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

➤ Complete all entries in accordance with the instructions to the Form 5500. OMB Nos. 1210-0110 1210-0089

2009

This Form is Open to Public Inspection

			Inspection	
Part : Annual Report Identi	fication information		•	
For calendar plan year 2009 or fiscal pla	an year beginning 01/01,	/2009 and ending	12/31/2009	
A This return/report is for:	a multiemployer plan;	a multiple-employer plan; or		
•	a single-employer plan;	a DFE (specify)		
B This return/report is:	the first return/report;	the final return/report;		
	an amended return/report;	a short plan year return/report (less	than 12 months).	
C If the plan is a collectively-bargained	plan, check here	<u></u>	<u> </u>	
D Check box if filing under:	X Form 5558;	automatic extension;	the DFVC program;	
_	special extension (enter descript	tion)		
Part II Basic Plan Informa	tion enter all requested information			
1a Name of plan ADVANTA CORP.			1b Three-digit plan number (PN) ▶ 00	2
			1c Effective date of plan 09/10/1998	
2a Plan sponsor's name and address ( (Address should include room or sui ADVANTA CORP.		)	2b Employer Identification Number (EIN) 23-1462070	
			2c Sponsor's telephone number (215) 444 -5745	
WELSH AND MCKEAN ROAD P.O. BOX 844 SPRING HOUSE	S	PA 19477-0844	2d Business code (see instructions) 551112	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

		Jodi Plavner
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
		Phil Browne
Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
Sign		
Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009) v.092307.1 Case 2:09-cv-04974-CMR Document 60-1 Filed 01/26/11 Page 41 of 45

Carma	EEM	(2009)

Page 2

3a	Plan administra	tor's name and address (if same as plan sponsor, enter "Sam	ne")			3b Ad	dministrator's EIN
							dministrator's telephone umber
4		/or EIN of the plan sponsor has changed since the last return r from the last return/report:	report filed for	this	plan, enter the name, EIN	and	4b EIN
а	Sponsor's name						4c PN
5	Total number of	participants at the beginning of the plan year				5	784
6	Number of parti	cipants as of the end of the plan year (welfare plans complete	only lines 6a, (	6b,	6c, and 6d).		Principal for any order
а	Active participar	nts				6a	125
b		rated participants receiving benefits				6b	
						6c	149
C		separated participants entitled to future benefits					274
d	Subtotal. Add li	ines 6a, 6b, and 6c		•••••		6d	274
е	Deceased partic	cipants whose beneficiaries are receiving or are entitled to rec	ceive benefits			6e	(
f	Total. Add lines	s 6d and 6e				6f	274
9	Number of particomplete this its	cipants with account balances as of the end of the plan year (	only defined co	ntril	bution plans	6g	273
h	·	cipants that terminated employment during the plan year with					
	less than 100%	vested				6h	10
7		number of employers obligated to contribute to the plan (only des pension benefits, enter the applicable pension feature con				7	instructions:
va	X	·	dos nom the Ele	». Oi	Tian Onaractions occos	in aic	moduciona,
		3F 3H 2T		ć DI.	Obdesire Codos in	مراه ما	<b></b>
D	if the plan provide	es welfare benefits, enter the applicable welfare feature codes	Trom the List o	T Pi	an Characteristic Codes in	the ms	tructions.
			lo:				
9a	Plan funding an	rangement (check all that apply) surance			arrangement (check all that Insurance	t apply)	
		ode section 412(e)(3) insurance contracts	(2)	Н	Code section 412(e)(3) in	nsurano	ce contracts
	- H	rust	(3)	$\forall$	Trust		
	`' 🛱	eneral assets of the sponsor	(4)	П	General assets of the spe	onsor	
10		cable boxes in 10a and 10b to indicate which schedules are at	tached, and, wh	nere	indicated, enter the number	er attac	ched. (See instructions)
а	Pension Sched	tules	b General	Sch	nedules		
_		(Retirement Plan Information)	(1)	X	H (Financial Inform	ation)	
		iB (Multiemployer Defined Benefit Plan and Certain Money	(2)	П	I (Financial Informa	ation -	Small Plan)
		urchase Plan Actuarial Information) - signed by the plan	(3)	П	A (Insurance Inform	nation)	
	ac	ctuary	(4)	X	C (Service Provide	r Inform	nation)
	(3)	B (Single-Employer Defined Benefit Plan Actuarial	(5)	П	D (DFE/Participatin	ıg Plan	Information)
	``	formation) - signed by the plan actuary	(6)	Ħ	G (Financial Transa		
			• • • • • • • • • • • • • • • • • • • •				

# **SCHEDULE H** (Form 5500)

Department of the Treasury Internal Revenue Service

Department of Labor

### **Financial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

OMB No. 1210-0110

2009

Employee Benefits Security Administration  Pension Benefit Guaranty Corporation  Pension Benefit Guaranty Corporation		m 5500.	3	Open to Public ection
For calendar plan year 2009 or fiscal plan year be	ginning 01/01/2009	and ending	12/31/2009	
A Name of plan		B Three- plan no	digit umber (PN)	002
ADVANTA CORP. EMPLOYEE STOCK C	WNERSHIP PLAN			
C Plan sponsor's name as shown on line 2a of F	orm 5500	D Employe	er Identification Numl	ber (EIN)
ADVANTA CORP.		23-14	162070	

Part Asset and Liability Statement

Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

	Assets	1.44.0	(a) Beginning of Year	(b) End of Year
a Total	noninterest-bearing cash	1a		
<b>b</b> Rece	eivables (less allowance for doubtful accounts):		gani garang ka	at the area of the same and the
(1)	Employer contributions	1b(1)		
(2)	Participant contributions	1b(2)		
(3)	Other	1b(3)	355	
	eral investments:			
(1)	Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	268,696	51,842
(2)	U.S. Government securities	1c(2)		
(3)	Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
(4)	Corporate stocks (other than employer securities):		tion production of the second	
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
(5)	Partnership/joint venture interests	1c(5)		
(6)	Real estate (other than employer real property)	1c(6)		
(7)	Loans (other than to participants)	1c(7)		
(8)	Participant loans	1c(8)		
(9)	Value of interest in common/collective trusts	1c(9)		
(10)	Value of interest in pooled separate accounts	1c(10)		
	Value of interest in master trust investment accounts	1c(11)		
(12)	Value of interest in 103-12 investment entities	1c(12)	·	
(13)	Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14)	Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15)	Other	1c(15)		<u> </u>

# 

Schedule H (Form 5500) 2009

(D) Total dividends. Add lines 2b(2)(A), (B), and (C)

(3) Rents.....

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds ......

(B) Aggregate carrying amount (see instructions) .....

(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....

Page 2

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	1,589,251	59,309
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1,858,302	. 111,151
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
Acquisition indebtedness	1i		
Other liabilities	1j	11,228,907	11,270,383
k Total liabilities (add all amounts in lines 1g through1j)	1k	11,228,907	11,270,383
Net Assets			
Net assets (subtract line 1k from line 1f)	11	(9,370,605)	(11,159,232)
2 Plan income, expenses, and changes in net assets for the year. Include	all income and expen	nses of the plan, including any trust(s	s) or separately maintained
fund(s) and any payments/receipts to/from insurance carriers. Round of lines 2a, 2h(1)(F), 2e, 2f, and 2g.	π amounts to the near	est dollar. MTIAS, CCTS, PSAS, and	105-12 123 do not complete
fund(s) and any payments/receipts to/from insurance carriers. Round of lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income	π amounts to the near	(a) Amount	(b) Total
lines 2a, 2b(1)(E), 2e, 2f, and 2g.	π amounts to the near		
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:			
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A)	(a) Amount	
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B)	(a) Amount	
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C)	(a) Amount	
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2)	(a) Amount	
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2)	(a) Amount	(b) Total
lines 2a, 2b(1)(E), 2e, 2f, and 2g.  Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2)	(a) Amount	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)	(a) Amount	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3) 2b(1)(A)	(a) Amount 618,568	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3) 2b(1)(A) 2b(1)(B)	(a) Amount 618,568	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C)	(a) Amount 618,568	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(C) 2b(1)(D)	(a) Amount 618,568	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(D) 2b(1)(E)	(a) Amount 618,568	(b) Total
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(D) 2b(1)(E) 2b(1)(F)	(a) Amount 618,568	(b) Total  618,568
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(C) 2b(1)(D) 2b(1)(E) 2b(1)(G)	(a) Amount 618,568	(b) Total 618,568
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(C) 2b(1)(D) 2b(1)(F) 2b(1)(G) 2b(1)(G) 2b(1)(G) 2b(1)(G) 2b(1)(G)	(a) Amount 618,568	(b) Total 618,568
Income  a Contributions:  (1) Received or receivable in cash from: (A) Employers	2a(1)(A) 2a(1)(B) 2a(1)(C) 2a(2) 2a(3)  2b(1)(A) 2b(1)(B) 2b(1)(C) 2b(1)(C) 2b(1)(C) 2b(1)(F) 2b(1)(G) 2b(1)(G) 2b(1)(G) 2b(2)(A) 2b(2)(B)	(a) Amount 618,568	(b) Total

2b(2)(D)

2b(3)

2b(4)(A)

2b(4)(B)

2b(4)(C)

116,821

342,871

27,377

(226,050)

Page 3

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	e 2b(5)(A)		
(B) Other	2b(5)(B)	(1,224,585)	
(C) Total unrealized appreciation of assets.  Add lines 2b(5)(A) and (B)	2b(5)(C)		(1,224,585)
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment ac	counts 2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	3 2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	al 2d		(803,919)
Expenses			
e Benefit payment and payments to provide benefits:		Market State of the State of th	
(1) Directly to participants or beneficiaries, including direct roll	lovers 2e(1)	104,023	Approximate the second
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		104,023
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instruction	ons) 2g		
h Interest expense	2h		880,685
i Administrative expenses: (1) Professional fees			and the second second
(2) Contract administrator fees	01(0)		
(3) Investment advisory and management fees	21/2		
(4) Other	21/4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).		in the same of	0
i Total expenses. Add all expense amounts in column (b) and e			984,708
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		(1,788,627)
Transfers of assets:		off and the second second	\
(1) To this plan	21(1)		
	·····		
(2) From this plan			
Part III Accountant's Opinion			
3 Complete lines 3a through 3c if the opinion of an independent q attached.	ualified public accountant is a	ttached to this Form 5500. Comple	te line 3d if an opinion is not
a The attached opinion of an independent qualified public accoun	tant for this plan is (see instru	ctions):	
(1) Unqualified (2) Qualified (3) Discla	aimer (4) Adverse		
<b>b</b> Did the accountant perform a limited scope audit pursuant to 29	OFR 2520.103-8 and/or 103	-12(d)?	Yes No
c Enter the name and EIN of the accountant (or accounting firm)	below:	Backeria (C. 2.) Benedesii (	
(1) Name:		(2) EIN:	
d The opinion of an independent qualified public accountant is no	t attached because:		
(1) This form is filed for a CCT, PSA, or MTIA. (2)		t Form 5500 pursuant to 29 CFR 25	520.104-50.

Page	4-	Γ

	Compliance Questions					
\$	CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.	4f, 4g,	4h, 4k, 4	m, 4n, or t	5.	
	During the plan year:		Yes	No	A	mount
а	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	ELL MESTERS	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X		n and earlies of Bergerstein Stein
С	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	<b>34</b> * * 1	and the second
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	rector at	er demokracija jegora
е	Was this plan covered by a fidelity bond?	4e	х			1,000,000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f	A	X		
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	<b>4</b> g		X	**************************************	e effettive
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	g grande i sa	
į	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X			Gentary State
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	<b>4</b> j	X		eniore de design	i projektora Postania projektora
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X		
1	Has the plan failed to provide any benefit when due under the plan?	41		Х		-
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		х		
5a	Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  If yes, enter the amount of any plan assets that reverted to the employer this year	Yes	s X No	Amour	nt:	
5b	If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s) transferred. (See instructions.)	), ident	ify the pla	ın(s) to wh	ich assets or l	iabilities were
	5b(1) Name of plan(s)			5b(2) EIN	(s)	5b(3) PN(s)